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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 14601-C FILED 142R
JUL 13 1994 10 AM
INTERSTATE COMMERCE COMMISSION

July 13, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) executed copies of a Termination of Security Interest and Release dated as of June 30, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Agreement of Lease and other documents duly filed with the Commission under Recordation Number 14601.

The names and addresses of the parties to the enclosed document are:

Debtor: Dr. Kenneth J. Hoffer
1605 San Vincente Blvd
Santa Monica, California 90401

Secured Party: CIS Rail Corporation
One CIS Parkway
E. Syracuse, New York 13057

A description of the enclosed equipment covered by the enclosed document is:

two (2) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 302 and MKT 303, inclusive, and nine (9) General Motors Corporation, Electro-Motive, Model GP-40 locomotives MKT 221 and MKT 223 through MKT 230, inclusive.

Edmund G.M. Lester

counterparts

Mr. Sidney L. Strickland, Jr.
July 13, 1994
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Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

**TERMINATION OF SECURITY INTEREST
AND RELEASE**

This Termination of Security Interest and Release, dated as of June 30, 1994 is made by Dr. Kenneth J. Hoffer and CIS Rail Corporation (the "Parties").

1.) Reference is made to the Agreement of Lease, the Assignment of Lease and the Collateral Assignment all of which documents appear in the recordation files of the Interstate Commerce Commission under Recordation Numbers 14601, 14601-A, 14601-B, respectively (the "Documents").

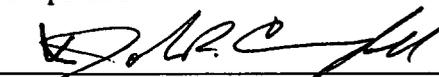
2.) For value received, the adequacy of which is hereby acknowledged, the Parties to this agreement hereby release any and all liens, claims and other encumbrances pursuant to the aforesaid Documents on the two (2) General Motors Corporation, Electro-Motive Division, Model GP-38 locomotives MKT 302 and MKT 303, and the nine (9) General Motors Corporation, Electro-Motive Division, Model GP-40 locomotives MKT 221 and MKT 223 through MKT 230, inclusive.

IN WITNESS WHEREOF, the Parties to this agreement have caused this Termination of Security Interest and Release to be duly executed as of the day and year first written above.

Dr. Kenneth J. Hoffer



CIS Rail Corporation

By: 
Title: Vice President

RECORDATION NO. 14601-C FILED 1400

JUL 13 1994 - 10 AM

INTERSTATE COMMERCE COMMISSION

STATE OF Maine

COUNTY OF Knox

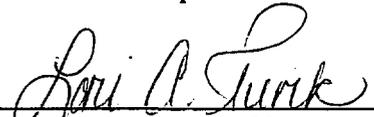
On this day 11 of ^{July} ~~June~~, 1994 before me personally appeared Dr. Kenneth J. Hoffer, to me personally known, to be the person described in and who executed the foregoing instrument and he acknowledges that he executed same as his free act and deed.


Notary
Exp. Sep. 31/1995

~~STATE OF CALIFORNIA~~
^{Connecticut}

COUNTY OF Fairfield

On this 12 day of ^{July} ~~June~~, 1994, before me personally appeared John R. Campbell, to me personally known, who, being by me duly sworn, says that he is Vice President, of CIS Rail Corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and said person acknowledged said instrument was the free act and deed of said corporation.


Notary